

**UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

KINNIE MA IRA; JEFFERY S. GRAMM)
IRA; STACY GREASOR IRA; CORRI)
RENE EDEN, CATHERINE KOMINOS,)
KAREN LOCH, ROBERT A. STONE)
LIVING TRUST, SHIRLEY STONE)
LIVING TRUST, THE STANLEY S. AND)
MILLICENT R. BARASCH LIVING)
TRUST AND LORETTA DEHAY,)
individually and on behalf of all others)
similarly situated,)
Plaintiffs,)
v.)
ASCENDANT CAPITAL, LLC, et al.,)
Defendants.)

Case No. 1:19-cv-01050-LY

**CKGF DEFENDANTS' ANSWER TO
CONSOLIDATED COMPLAINT
AND AFFIRMATIVE DEFENSES**

Defendants CKGF Holding, LLC, McAnna, LP, Robert Kessler, Gerald Francese, and Rina Chernaya (collectively, the “Answering Defendants” or the “CKGF Defendants”), by their attorneys, Rosenfeld & Kaplan, LLP, for their Answer to the Consolidated Complaint (the “Complaint”) hereby states:

1. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 1 of the Complaint, except admit that the plaintiffs purport to bring this action individually on behalf of the named plaintiffs and on behalf of others similarly situated against the named defendants.

PRELIMINARY STATEMENT

2. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 2 of the Complaint.

3. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 3 of the Complaint.

4. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 4 of the Complaint .

5. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 5 of the Complaint.

6. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 6 of the Complaint.

7. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 7 of the Complaint.

8. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 8 of the Complaint.

9. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 9 of the Complaint.

10. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 10 of the Complaint.

11. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 11 of the Complaint.

12. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 12 of the Complaint.

13. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 13 of the Complaint.

14. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 14 of the Complaint.

15. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 15 of the Complaint.

16. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 16 of the Complaint.

17. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 17 of the Complaint.

18. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 18 of the Complaint.

19. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 19 of the Complaint.

20. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 20 of the Complaint.

21. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 21 of the Complaint.

22. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 22 of the Complaint.

23. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 23 of the Complaint.

24. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 24 of the Complaint.

25. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 25 of the Complaint.

26. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 26 of the Complaint.

27. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 27 of the Complaint.

28. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 28 of the Complaint.

29. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 29 of the Complaint.

30. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 30 of the Complaint.

31. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 31 of the Complaint.

32. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 32 of the Complaint.

33. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 33 of the Complaint.

34. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 34 of the Complaint.

35. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 35 of the Complaint.

36. Answering Defendants admit that the plaintiffs have asserted multiple claims, but deny that such claims are meritorious.

FACTUAL BACKGROUND

37. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 37 of the Complaint.

38. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 38 of the Complaint.

39. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 39 of the Complaint.

40. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 40 of the Complaint.

41. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 41 of the Complaint.

42. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 42 of the Complaint.

43. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 43 of the Complaint.

44. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 44 of the Complaint.

45. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 45 of the Complaint.

46. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 46 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

47. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 47 of the Complaint.

48. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 48 of the Complaint.

49. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 49 of the Complaint.

50. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 50 of the Complaint.

51. Answering Defendants deny the allegation set forth in paragraph 51 of the Complaint, except deny knowledge or information sufficient to form a belief as to the truth of the allegations as to the alleged “knowledge” of the other Broker Defendants..

52. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 52 of the Complaint.

53. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 53 of the Complaint.

54. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 54 of the Complaint.

55. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 55 of the Complaint.

56. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 56 of the Complaint.

57. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 57 of the Complaint.

58. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 58 of the Complaint.

59. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 59 of the Complaint.

60. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 60 of the Complaint.

61. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 61 of the Complaint.

62. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 62 of the Complaint.

63. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 63 of the Complaint.

64. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 64 of the Complaint.

65. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 65 of the Complaint.

66. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 66 of the Complaint.

67. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 67 of the Complaint.

68. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 68 of the Complaint.

69. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 69 of the Complaint.

70. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 70 of the Complaint.

71. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 71 of the Complaint.

72. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 72 of the Complaint.

73. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 73 of the Complaint.

JURISDICTION AND VENUE

74. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 74 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

75. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 75 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

76. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 76 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

77. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 77 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

78. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 78 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

79. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 79 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

80. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 80 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

81. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 81 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

82. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 82 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

83. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 83 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

84. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 84 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

85. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 85 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

86. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 86 of the Complaint, except state that to the extent that this paragraph calls for a conclusion of law no response is required.

THE PARTIES

87. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 87 of the Complaint.

88. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 88 of the Complaint.

89. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 89 of the Complaint.

90. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 90 of the Complaint.

91. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 91 of the Complaint.

92. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 92 of the Complaint.

93. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 93 of the Complaint.

94. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 94 of the Complaint.

95. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 95 of the Complaint.

96. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 96 of the Complaint.

97. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 97 of the Complaint.

98. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 98 of the Complaint.

99. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 99 of the Complaint.

100. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 100 of the Complaint.

101. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 101 of the Complaint.

102. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 102 of the Complaint.

103. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 103 of the Complaint.

104. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 104 of the Complaint.

105. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 105 of the Complaint.

106. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 106 of the Complaint.

107. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 107 of the Complaint.

108. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' definitions of terms used in the Complaint.

109. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 109 of the Complaint, except to the extent that the allegations of this paragraph call for a conclusion of law no response is required.

110. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 110 of the Complaint.

111. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 111 of the Complaint.

112. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 112 of the Complaint.

113. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 113 of the Complaint.

114. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 114 of the Complaint.

115. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 115 of the Complaint.

116. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' definitions of terms used in the Complaint.

117. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' definitions of terms used in the Complaint.

118. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' definitions of terms used in the Complaint.

119. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 119 of the Complaint.

120. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 120 of the Complaint.

121. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 121 of the Complaint.

122. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' definitions of terms used in the Complaint.

123. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 122 of the Complaint.

124. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 124 of the Complaint.

125. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 125 of the Complaint.

126. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 126 of the Complaint.

127. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 127 of the Complaint.

128. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 128 of the Complaint.

129. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 129 of the Complaint.

130. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' definitions of terms used in the Complaint.

131. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 131 of the Complaint.

132. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 132 of the Complaint.

133. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' definitions of terms used in the Complaint.

134. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 134 of the Complaint.

135. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 135 of the Complaint.

136. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 136 of the Complaint.

137. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 137 of the Complaint.

138. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 138 of the Complaint.

139. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 139 of the Complaint.

140. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 140 of the Complaint.

141. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 141 of the Complaint.

142. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 142 of the Complaint.

143. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 143 of the Complaint.

144. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 144 of the Complaint.

145. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 145 of the Complaint.

146. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 146 of the Complaint.

147. Answering Defendants deny the allegations contained in paragraph 147, except admit that CKGF Holding, LLC is a New York corporation and has a principal place of business in New York, New York.

148. Answering Defendants deny the allegations contained in paragraph 148, except admit that McAnna, LP is a limited partnership with its principal place of business in Boca Raton, Florida, and owns an interest in CKGF Holding, LLC..

149. Answering Defendants deny the allegations contained in paragraph 149, except admit that Robert Kessler was at times relevant to this Complaint, a resident of the State of New York, and that Kessler owns an interest in CKGF Holding, LLC.

150. Answering Defendants deny the allegations contained in paragraph 150, except admit that Gerald Francese was at times relevant to this Complaint, a resident of the State of Rhode Island, and was at times relevant to this Complaint a registered agent for CKGF Holding, LLC.

151. Answering Defendants deny the allegations contained in paragraph 151, except admit that Rina Chernaya was at times relevant to this Complaint, a resident of the State of Florida, and Chernaya owns an interest in CKGF Holding, LLC..

152. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' definitions of terms used in the Complaint.

153. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 153 of the Complaint.

154. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 153 of the Complaint.

155. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' characterization of the nature of the claims asserted by them in the Complaint.

156. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 156 and the subheadings therein (a. through jjj.) of the Complaint.

157. Answering Defendants state that no response is required to this paragraph in that the allegations therein consist of plaintiffs' definitions of terms used in the Complaint.

FACTUAL ALLEGATIONS

158. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 158 of the Complaint.

159. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 159 of the Complaint.

160. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 160 of the Complaint.

161. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 161 of the Complaint.

162. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 162 of the Complaint.

163. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 163 of the Complaint.

164. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 164 of the Complaint.

165. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 165 of the Complaint.

166. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 166 of the Complaint.

167. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 167 of the Complaint.

168. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 168 of the Complaint.

169. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 169 of the Complaint.

170. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 170 of the Complaint.

171. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 171 of the Complaint.

172. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 172 of the Complaint.

173. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 173 of the Complaint.

174. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 174 of the Complaint.

175. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 175 of the Complaint.

176. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 176 of the Complaint.

177. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 177 of the Complaint.

178. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 178 of the Complaint.

179. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 179 of the Complaint.

180. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 180 of the Complaint.

181. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 181 of the Complaint.

182. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 182 of the Complaint.

183. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 183 of the Complaint.

184. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 184 of the Complaint.

185. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 185 of the Complaint.

186. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 186 of the Complaint.

187. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 187 of the Complaint.

188. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 188 of the Complaint.

189. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 189 of the Complaint.

190. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 190 of the Complaint.

191. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 191 of the Complaint.

192. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 192 of the Complaint.

193. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 193 of the Complaint.

194. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 194 of the Complaint.

195. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 195 of the Complaint.

196. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 196 of the Complaint.

197. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 197 of the Complaint.

198. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 198 of the Complaint.

199. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 199 of the Complaint.

200. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 200 of the Complaint.

201. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 201 of the Complaint.

202. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 202 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

203. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 203 of the Complaint.

204. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 204 of the Complaint.

205. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 205 of the Complaint.

206. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 206 of the Complaint.

207. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 207 of the Complaint.

208. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 208 of the Complaint.

209. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 209 of the Complaint.

210. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 210 of the Complaint.

211. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 211 of the Complaint.

212. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 212 of the Complaint.

213. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 213 of the Complaint.

214. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 214 of the Complaint.

215. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 215 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required..

216. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 216 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

217. Answering Defendants state that this paragraph calls for a conclusion of law as to which no response is required.

218. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 218 of the Complaint.

219. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 219 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

220. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 220 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

221. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 221 of the Complaint.

222. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 222 of the Complaint.

223. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 223 of the Complaint.

224. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 224 of the Complaint.

225. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 225 of the Complaint.

226. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 226 of the Complaint.

227. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 227 of the Complaint.

228. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 228 of the Complaint.

229. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 229 of the Complaint.

230. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 230 of the Complaint.

231. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 231 of the Complaint.

232. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 232 of the Complaint.

233. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 233 of the Complaint.

234. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 234 of the Complaint.

235. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 235 of the Complaint.

236. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 236 of the Complaint.

237. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 237 of the Complaint.

238. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 238 of the Complaint.

239. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 239 of the Complaint.

240. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 240 of the Complaint.

241. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 241 of the Complaint.

242. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 242 of the Complaint.

243. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 243 of the Complaint.

244. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 244 of the Complaint.

245. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 245 of the Complaint.

246. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 246 of the Complaint.

247. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 247 of the Complaint.

248. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 248 of the Complaint.

249. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 249 of the Complaint.

250. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 250 of the Complaint.

251. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 251 of the Complaint.

252. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 252 of the Complaint.

253. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 253 of the Complaint.

254. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 254 of the Complaint.

255. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 255 of the Complaint.

256. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 256 of the Complaint.

257. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 257 of the Complaint.

258. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 258 of the Complaint.

259. Answering Defendants deny the allegations set forth in paragraph 259, except admit that CKGF Holding, LLC owned an interest in DJD Holdings, LLC which owned an interest in certain car dealerships, that in 2013-2014 Automotive purchased DJD Holdings, and that Gentile had a 2.94% interest in CKGF Holding, LLC, and that McAnna, Chernaya, Kessler and Francese owned interests in CKGF.

260. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 260 of the Complaint.

261. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 261 of the Complaint.

262. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 262 of the Complaint.

263. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 263 of the Complaint.

264. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 264 of the Complaint.

265. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 265 of the Complaint.

266. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 266 of the Complaint.

267. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 267 of the Complaint.

268. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 268 of the Complaint.

269. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 269 of the Complaint.

270. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 270 of the Complaint.

271. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 271 of the Complaint.

272. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 272 of the Complaint.

273. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 273 of the Complaint.

274. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 274 of the Complaint.

275. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 275 of the Complaint.

276. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 276 of the Complaint.

277. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 277 of the Complaint.

278. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 278 of the Complaint.

279. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 279 of the Complaint.

280. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 280 of the Complaint.

281. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 281 of the Complaint.

282. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 282 of the Complaint.

283. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 283 of the Complaint.

284. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 284 of the Complaint.

285. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 285 of the Complaint.

286. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 286 of the Complaint.

287. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 287 of the Complaint.

288. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 288 of the Complaint.

289. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 289 of the Complaint.

290. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 290 of the Complaint.

291. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 291 of the Complaint.

292. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 292 of the Complaint.

293. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 293 of the Complaint.

294. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 294 of the Complaint.

295. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 295 of the Complaint.

296. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 296 of the Complaint.

297. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 297 of the Complaint.

298. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 298 of the Complaint.

299. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 299 of the Complaint.

300. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 300 of the Complaint.

301. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 301 of the Complaint.

302. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 302 of the Complaint.

303. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 303 of the Complaint.

304. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 304 of the Complaint.

305. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 305 of the Complaint.

306. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 306 of the Complaint.

307. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 307 of the Complaint.

308. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 308 of the Complaint.

309. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 309 of the Complaint.

310. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 310 of the Complaint.

311. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 311 of the Complaint.

312. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 312 of the Complaint.

313. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 313 of the Complaint.

314. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 314 of the Complaint.

315. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 315 of the Complaint.

316. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 316 of the Complaint.

317. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 317 of the Complaint.

318. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 318 of the Complaint.

319. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 319 of the Complaint.

320. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 320 of the Complaint.

321. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 321 of the Complaint.

322. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 322 of the Complaint.

323. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 323 of the Complaint.

324. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 324 of the Complaint.

325. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 325 of the Complaint.

326. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 326 of the Complaint.

327. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 327 of the Complaint.

328. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 328 of the Complaint.

329. Answering Defendants admit that plaintiffs purport to bring this action as a class action on behalf of themselves and an alleged class as described in this paragraph.

330. Answering Defendants admit that plaintiffs purport to exclude the defendants and entities affiliated with the defendants and their officers, directors, legal representatives, successors and assigns, and members of their immediate family, from the alleged class.

331. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 331 of the Complaint.

332. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 332 of the Complaint.

333. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 333 of the Complaint.

334. Answering Defendants deny the allegations contained in this paragraph as it relates to CKGF Holding, LLC, except state that to the extent this paragraph calls for a conclusion of law no response is required, and deny knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 334 of the Complaint.

335. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 335 of the Complaint.

336. Answering Defendants deny the allegations set forth in paragraph 336 of the Complaint.

337. Answering Defendants deny the allegations set forth in paragraph 337 of the Complaint.

338. Answering Defendants deny the allegations set forth in paragraph 338 of the Complaint.

339. Answering Defendants deny the allegations set forth in paragraph 339 of the Complaint.

340. Answering Defendants deny the allegations set forth in paragraph 340 of the Complaint.

341. Answering Defendants refer to the Orders of the Supreme Court of the State of Texas and the Order of the Chief Judge of the United States District Court for the Western District of Texas for a full rendition of the content of those orders, and deny any allegations inconsistent with said Orders.

342. Answering Defendants state that this paragraph calls for a conclusion of law as to which no response is required.

343. Answering Defendants state that this paragraph calls for a conclusion of law as to which no response is required.

COUNT I

344. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 343 of the Complaint as if fully set forth herein.

345. Answering Defendants refer to Section 33(A)(2) of the Texas Securities Act (“TSA”) for a full rendition of the terms of that Section of the TSA and deny any allegations inconsistent with the terms of that Section.

346. Answering Defendants refer to Section 4(A) of the TSA for a full rendition of the terms of that Section of the TSA and deny any allegations inconsistent with the terms of that Section.

347. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 347 of the Complaint.

348. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 348 of the Complaint.

349. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of whether plaintiffs are entitled to the relief requested in paragraph 349 of the Complaint.

COUNT II

350. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 349 of the Complaint as if fully set forth herein.

351. Answering Defendants refer to Section 33(F)(2) of the TSA for a full rendition of the terms of that Section of the TSA and deny any allegations inconsistent with the terms of that Section.

352. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 352 of the Complaint.

353. Answering Defendants deny the allegations set forth in paragraph 353 of the Complaint.

354. Answering Defendants deny the allegations set forth in paragraph 354 of the Complaint.

COUNT III

355. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 354 of the Complaint as if fully set forth herein.

356. Answering Defendants refer to Section 33(A)(2) of the TSA for a full rendition of the terms of that Section of the TSA and deny any allegations inconsistent with the terms of that Section.

357. Answering Defendants refer to Section 4(A) of the TSA for a full rendition of the terms of that Section of the TSA and deny any allegations inconsistent with the terms of that Section.

358. Answering Defendants refer to Section 33(F)(1) of the TSA for a full rendition of the terms of that Section of the TSA and deny any allegations inconsistent with the terms of that Section.

359. Answering Defendants deny the allegations set forth in paragraph 359 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

360. Answering Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 360 of the Complaint.

361. Answering Defendants deny the allegations set forth in paragraph 361 of the Complaint.

362. Answering Defendants deny the allegations set forth in paragraph 362 of the Complaint.

COUNT IV

363. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 362 of the Complaint as if fully set forth herein.

364. Answering Defendants refer to Section 33(A)(1) of the TSA for a full rendition of the terms of that Section of the TSA and deny any allegations inconsistent with the terms of that Section.

365. Answering Defendants refer to Section 7(A) of the TSA for a full rendition of the terms of that Section of the TSA and deny any allegations inconsistent with the terms of that Section.

366. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 366 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

367. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 367 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

368. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 368 of the Complaint.

369. Answering Defendants admit that plaintiffs purport to seek the relief requested but deny knowledge or information sufficient to form a basis as to the truth of whether plaintiffs are entitled to such relief.

COUNT V

370. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 369 of the Complaint as if fully set forth herein.

371. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 371 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

372. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 372 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

373. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 373 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

374. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 374 of the Complaint.

375. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 375 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

376. Answering Defendants admit that plaintiffs purport to seek the relief requested but deny knowledge or information sufficient to form a basis as to the truth of whether plaintiffs are entitled to such relief.

COUNT VI

377. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 376 of the Complaint as if fully set forth herein.

378. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 378 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

379. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 379 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

380. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 380 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

381. Answering Defendants deny the allegations set forth in paragraph 381 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

382. Answering Defendants deny the allegations set forth in paragraph 382 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

383. Answering Defendants admit that plaintiffs purport to seek the relief requested but deny that plaintiff is entitled to any relief.

COUNT VII

384. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 383 of the Complaint as if fully set forth herein.

385. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 385 of the Complaint.

386. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 386 of the Complaint.

387. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 387 of the Complaint.

388. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 388 of the Complaint.

389. Answering Defendants admit that plaintiffs purport to seek the relief requested but deny knowledge or information sufficient to form a basis as to the truth of whether plaintiffs are entitled to the relief requested in paragraph 389 of the Complaint.

COUNT VIII

390. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 389 of the Complaint as if fully set forth herein.

391. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 391 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

392. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 392 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

393. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 393 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

394. Answering Defendants admit that plaintiffs purport to seek the relief requested but deny knowledge or information sufficient to form a basis as to the truth of whether plaintiffs are entitled to such relief.

COUNT IX

395. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 394 of the Complaint as if fully set forth herein.

396. Answering Defendants admit that plaintiffs purport to bring this action pursuant to the Texas Uniform Fraudulent Transfer Act (“TUFTA”) (Texas Business and Commerce Code § 24.005(a).

397. Answering Defendants state that no response is required as this paragraph calls for a conclusion of law and refer to the relevant provisions of the TUFTA for a full rendition of the terms and deny any allegations inconsistent with said terms.

398. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 398 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

399. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 399 of the Complaint.

400. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 400 of the Complaint.

401. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 401 of the Complaint.

402. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 402 of the Complaint.

403. Answering Defendants admit that plaintiffs purport to seek the relief requested but deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 403 of the Complaint.

COUNT X

404. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 403 of the Complaint as if fully set forth herein.

405. Answering Defendants admit that plaintiffs purport to bring this action pursuant to TUFTA.

406. Answering Defendants state that no response is required as this paragraph calls for a conclusion of law and refer to the relevant provisions of the TUFTA for a full rendition of the terms and deny any allegations inconsistent with said terms.

407. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 407 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

408. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 408 of the Complaint.

409. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 409 of the Complaint.

410. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 410 of the Complaint.

411. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 411 of the Complaint.

412. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 412 of the Complaint.

413. Answering Defendants admit that plaintiffs purport to seek the relief requested but deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 413 of the Complaint.

COUNT XI

414. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 413 of the Complaint as if fully set forth herein.

415. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 415 of the Complaint.

416. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 416 of the Complaint, except states that to the extent this paragraph calls for a conclusion of law no response is required.

417. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 417 of the Complaint, except states that to the extent this paragraph calls for a conclusion of law no response is required.

418. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 418 of the Complaint.

419. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 419 of the Complaint.

420. Answering Defendants admit that plaintiffs purport to seek the relief requested but deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 420 of the Complaint.

COUNT XII

421. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 420 of the Complaint as if fully set forth herein.

422. Answering Defendants state that this paragraph calls for a conclusion of law as to which no response is required.

423. Answering Defendants deny the allegations set forth in paragraph 423 of the Complaint, except deny knowledge or information sufficient to form a basis as to the truth of the allegations relating to the “knowledge” of other defendants.

424. Answering Defendants deny the allegations set forth in paragraph 424 of the Complaint.

425. Answering Defendants deny the allegations set forth in paragraph 425 of the Complaint.

426. Answering Defendants deny the allegations set forth in paragraph 426 of the Complaint.

COUNT XIII

427. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 426 of the Complaint as if fully set forth herein.

428. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 428 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

429. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 429 of the Complaint, except state that to the extent this paragraph calls for a conclusion of law no response is required.

430. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 430 of the Complaint.

431. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 431 of the Complaint.

COUNT XIV

432. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 431 of the Complaint as if fully set forth herein.

433. Answering Defendants deny the allegations set forth in paragraph 433 of the Complaint.

434. Answering Defendants deny the allegations set forth in paragraph 434 of the Complaint.

435. Answering Defendants state that no response is required as this paragraph states a conclusion of law.

436. Answering Defendants deny the allegations set forth in paragraph 436 of the Complaint.

437. Answering Defendants deny the allegations set forth in paragraph 437 of the Complaint.

438. Answering Defendants deny the allegations set forth in paragraph 438 of the Complaint.

439. Answering Defendants deny the allegations set forth in paragraph 439 of the Complaint.

440. Answering Defendants deny the allegations set forth in paragraph 440 of the Complaint.

COUNT XV

441. Answering Defendants repeat and reallege each and every answer to paragraphs 1 to 440 of the Complaint as if fully set forth herein.

442. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 442 of the Complaint.

443. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 443 of the Complaint.

444. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 444 of the Complaint.

445. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 445 of the Complaint.

446. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 446 of the Complaint.

447. Answering Defendants deny knowledge or information sufficient to form a basis as to the truth of the allegations set forth in paragraph 447 of the Complaint.

AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE

The Complaint, and each and every cause of action therein, must be dismissed for failure to state a claim on which relief may be granted.

SECOND AFFIRMATIVE DEFENSE

The Complaint, and each and every cause of action therein, are barred in whole or in part under the doctrines of waiver, estoppel, unclean hands, and/or laches.

THIRD AFFIRMATIVE DEFENSE

The Complaint, and each and every cause of action therein, is barred in whole or in part because Plaintiffs have not sustained any cognizable damages or injury.

FOURTH AFFIRMATIVE DEFENSE

Plaintiffs' claims as against the CKGF Defendants are barred, in whole or in part, by the applicable statute of limitations.

FIFTH AFFIRMATIVE DEFENSE

The Complaint, and each and every cause of action therein, must be dismissed as against each of CKGF Holding, LLC, McAnna, LP, Robert Kessler, Gerald Francese, and Rina Chernaya for lack of personal jurisdiction over them.

SIXTH AFFIRMATIVE DEFENSE

If Plaintiffs sustained the injuries and damages alleged, then said injuries and damages are proximately caused by persons and/or entities not connected with the CKGF Defendants, and for whom the CKGF Defendants bear no legal responsibility.

SEVENTH AFFIRMATIVE DEFENSE

Plaintiffs' claims for damages are speculative and uncertain.

EIGHTH AFFIRMATIVE DEFENSE

This case may not be maintained as a collective action because the named Plaintiffs are not similarly situated to or otherwise adequate representatives of the persons whom they purport to represent.

NINTH AFFIRMATIVE DEFENSE

This case is not appropriate for collective action because the facts and law common to the case, if any, are insignificant compared to the individual facts and issues particular to Plaintiffs and the supported collective action matters.

TENTH AFFIRMATIVE DEFENSE

Plaintiffs cannot establish or maintain collective action because it cannot be demonstrated that a collective action is superior to other methods available for adjudication of any controversy.

ELEVENTH AFFIRMATIVE DEFENSE

Venue is improper in this Court.

TWELTH AFFIRMATIVE DEFENSE

Plaintiffs' claims fail to the extent that they seek to sue under Texas law as New York law applies.

THIRTEENTH AFFIRMATIVE DEFENSE

CKGF Holding, LLC, McAnna, LP, Robert Kessler, Gerald Francese, and Rina Chernaya are not appropriate defendants under the Texas Securities Act as control persons or otherwise.

FOURTEENTH AFFIRMATIVE DEFENSE

The action as to the CKGF Defendants is subject to dismissal on the grounds of *forum non conveniens*.

FIFTEENTH AFFIRMATIVE DEFENSE

Plaintiffs' claims fail for failure to allege that any of the CKGF Defendants owed them a duty.

SIXTEENTH AFFIRMATIVE DEFENSE

Answering Defendants reserve the right to assert any affirmative defenses or pursue any available counterclaims against Plaintiffs or any putative class member who joins this action that are supported by information or facts obtained through discovery or other means and to amend their Answer to assert such additional affirmative defenses as permitted by law.

WHEREFORE, Defendants CKGF Holding, LLC, McAnna, LP, Robert Kessler, Gerald Francese, and Rina Chernaya respectfully request the Court enter a judgment:

a) dismissing Plaintiffs' Complaint in its entirety, with prejudice as against each of the CKGF Defendants:

- b) awarding the CKGF Defendants their costs and disbursements, including attorneys' fees and;
- c) granting such other and further relief is just and proper.

JURY DEMAND

Answering Defendants demand a trial by jury on all claims and defenses so triable.

Dated: New York, New York
August 1, 2022

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By: 

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Rina Chernaya*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on August 1, 2022, a true and correct copy of the foregoing document was electronically filed with the Clerk of Court using the CM/ECF system, which sends notifications of such filing to all counsel of record.

A handwritten signature in black ink, appearing to read 'SM Kaplan', is written over a horizontal line.

Steven M. Kaplan